

## Securities and Exchange Commission

## § 239.12

### § 239.0-1 Availability of forms.

(a) This part identifies and describes the forms prescribed for use under the Securities Act of 1933.

(b) Any person may obtain a copy of any form prescribed for use in this part by written request to the Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. Any persons may inspect the forms at this address and at the Commission's regional and district offices. (See § 200.11 of this chapter for the addresses of SEC regional and district offices.)

[46 FR 17757, Mar. 20, 1981, as amended at 47 FR 26820, June 22, 1982; 59 FR 5945, Feb. 9, 1994]

## Subpart A—Forms for Registration Statements

### §§ 239.4—239.8 [Reserved]

### § 239.9 Form SB-1, optional form for the registration of securities to be sold to the public by certain small business issuers.

Small business issuers, as defined in Rule 405 (17 CFR 230.405 of this chapter), may use this form to register up to \$10,000,000 of securities to be sold for cash, if they have not registered more than \$10,000,000 in securities offerings in any continuous 12-month period, including the transaction being registered. In calculating the \$10,000,000 ceiling, issuers should include all offerings which were registered under the Securities Act, other than any amounts registered on Form S-8 (§ 239.16b).

[58 FR 26515, May 4, 1993]

EDITORIAL NOTE: For FEDERAL REGISTER citations affecting Form SB-1, see the List of CFR Sections Affected in the Finding Aids section of this volume.

### § 239.10 Form SB-2, optional form for the registration of securities to be sold to the public by small business issuers.

Small business issuers defined in Rule 405 (17 CFR 230.405 of this chapter) may use this form to register securities to be sold for cash. For further information concerning eligibility toward

this form see Item 10(a) of Regulation S-B (17 CFR 228.10 et seq.)

[57 FR 36473, Aug. 13, 1992]

EDITORIAL NOTE: For FEDERAL REGISTER citations affecting Form SB-2, see the List of CFR Sections Affected in the Finding Aids section of this volume.

### § 239.11 Form S-1, registration statement under the Securities Act of 1933.

This form shall be used for registration under the Securities Act of 1933 of securities of all issuers for which no other form is authorized or prescribed, except that this form shall not be used for securities of foreign governments or political subdivisions thereof.

(Secs. 7, 10, 19(a), 48 Stat. 78, 81, 85; secs. 205, 209, 48 Stat. 906, 908; sec. 8, 68 Stat. 685; 15 U.S.C. 77g, 77j, 77s(a); secs. 12, 13, 14, 15(d), 23, 48 Stat. 892, 894, 895, 901; sec. 203(a), 49 Stat. 704; secs. 1, 3, 8, 49 Stat. 1375, 1377, 1379; sec. 202, 68 Stat. 686; secs. 3, 4, 5, 6, 10, 78 Stat. 565-568, 569, 570-574, 88a; secs. 1, 2, 3, 82 Stat. 454, 455; secs. 1, 2, 3-5, 28(c), 84 Stat. 1435, 1479; sec. 105(b), 88 Stat. 1503; secs. 8, 9, 10, 18, 89 Stat. 117, 118, 119, 155 (15 U.S.C. 78l, 78m, 78n, 78o(d), 1979))

EDITORIAL NOTE: For FEDERAL REGISTER citations affecting Form S-1, see the List of CFR Sections Affected in the Finding Aids section of this volume.

### § 239.12 Form S-2, for registration under the Securities Act of 1933 of securities of certain issuers.

This form may be used for registration of securities under the Securities Act of 1933 which are offered or to be offered in any transaction other than an exchange offer for securities of another person by any registrant which meets the following conditions:

(a) The registrant is organized under the laws of the United States or any State or Territory or the District of Columbia and has its principal business operations in the United States or its territories;

(b) The registrant has a class of securities registered pursuant to section 12(b) of the Securities Exchange Act of 1934 (*Exchange Act*) or has a class of equity securities registered pursuant to section 12(g) of the Exchange Act or is required to file reports pursuant to section 15(d) of the Exchange Act;

(c) The registrant: